

**STATE OF UTAH**  
DEPARTMENT OF NATURAL RESOURCES  
DIVISION OF OIL, GAS AND MINING

FORM 3

AMENDED REPORT



<b>APPLICATION FOR PERMIT TO DRILL</b>		<b>1. WELL NAME and NUMBER</b> SA 16-33-23
<b>2. TYPE OF WORK</b> DRILL NEW WELL <input checked="" type="checkbox"/> REENTER P&A WELL <input type="checkbox"/> DEEPEN WELL <input type="checkbox"/>		<b>3. FIELD OR WILDCAT</b> UNDESIGNATED
<b>4. TYPE OF WELL</b> Oil Well Coalbed Methane Well: NO		<b>5. UNIT or COMMUNITIZATION AGREEMENT NAME</b>
<b>6. NAME OF OPERATOR</b> BILL BARRETT CORP		<b>7. OPERATOR PHONE</b> 303 312-8134
<b>8. ADDRESS OF OPERATOR</b> 1099 18th Street Ste 2300, Denver, CO, 80202		<b>9. OPERATOR E-MAIL</b> tfallang@billbarrettcorp.com
<b>10. MINERAL LEASE NUMBER (FEDERAL, INDIAN, OR STATE)</b> fee	<b>11. MINERAL OWNERSHIP</b> FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input checked="" type="checkbox"/>	
<b>12. SURFACE OWNERSHIP</b> FEDERAL <input type="checkbox"/> INDIAN <input type="checkbox"/> STATE <input type="checkbox"/> FEE <input checked="" type="checkbox"/>		
<b>13. NAME OF SURFACE OWNER (if box 12 = 'fee')</b> Joan Bennett		<b>14. SURFACE OWNER PHONE (if box 12 = 'fee')</b> 801-776-3638
<b>15. ADDRESS OF SURFACE OWNER (if box 12 = 'fee')</b> 478 WEST 180 NORTH, CLEARFIELD, UT 84015		<b>16. SURFACE OWNER E-MAIL (if box 12 = 'fee')</b>
<b>17. INDIAN ALLOTTEE OR TRIBE NAME (if box 12 = 'INDIAN')</b>	<b>18. INTEND TO COMMINGLE PRODUCTION FROM MULTIPLE FORMATIONS</b> YES <input type="checkbox"/> (Submit Commingling Application) NO <input checked="" type="checkbox"/>	
<b>19. SLANT</b> VERTICAL <input checked="" type="checkbox"/> DIRECTIONAL <input type="checkbox"/> HORIZONTAL <input type="checkbox"/>		

20. LOCATION OF WELL	FOOTAGES	QTR-QTR	SECTION	TOWNSHIP	RANGE	MERIDIAN
LOCATION AT SURFACE	764 FSL 901 FEL	SESE	33	2.0 S	3.0 W	U
Top of Uppermost Producing Zone	764 FSL 901 FEL	SESE	33	2.0 S	3.0 W	U
At Total Depth	764 FSL 901 FEL	SESE	33	2.0 S	3.0 W	U

<b>21. COUNTY</b> DUCHESNE	<b>22. DISTANCE TO NEAREST LEASE LINE (Feet)</b> 764	<b>23. NUMBER OF ACRES IN DRILLING UNIT</b> 640
	<b>25. DISTANCE TO NEAREST WELL IN SAME POOL (Applied For Drilling or Completed)</b> 9315	<b>26. PROPOSED DEPTH</b> MD: 11924 TVD: 11924
<b>27. ELEVATION - GROUND LEVEL</b> 5589	<b>28. BOND NUMBER</b> LPM4138148	<b>29. SOURCE OF DRILLING WATER / WATER RIGHTS APPROVAL NUMBER IF APPLICABLE</b> 49-1645

**Hole, Casing, and Cement Information**

String	Hole Size	Casing Size	Length	Weight	Grade & Thread	Max Mud Wt.	Cement	Sacks	Yield	Weight
COND	24	16	0 - 100	65.0	Unknown	8.7	No Used	0	0.0	0.0
SURF	12.25	9.625	0 - 2500	36.0	J-55 ST&C	8.7	Halliburton Light , Type Unknown	400	3.16	11.0
							Halliburton Premium , Type Unknown	230	1.39	14.8
I1	8.75	7	0 - 9679	26.0	P-110 LT&C	10.0	Halliburton Light , Type Unknown	780	2.31	11.0
							Unknown	320	1.42	13.5
Prod	6.125	4.5	9479 - 11924	13.5	P-110 LT&C	12.5	Unknown	255	1.45	14.3
							No Used	0	0.0	0.0
							No Used	0	0.0	0.0
							No Used	0	0.0	0.0

**ATTACHMENTS**

**VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES**

<input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER	<input checked="" type="checkbox"/> COMPLETE DRILLING PLAN
<input checked="" type="checkbox"/> AFFIDAVIT OF STATUS OF SURFACE OWNER AGREEMENT (IF FEE SURFACE)	<input type="checkbox"/> FORM 5. IF OPERATOR IS OTHER THAN THE LEASE OWNER
<input type="checkbox"/> DIRECTIONAL SURVEY PLAN (IF DIRECTIONALLY OR HORIZONTALLY DRILLED)	<input checked="" type="checkbox"/> TOPOGRAPHICAL MAP

<b>NAME</b> Brady Riley	<b>TITLE</b> Permit Analyst	<b>PHONE</b> 303 312-8115
<b>SIGNATURE</b>	<b>DATE</b> 07/23/2013	<b>EMAIL</b> briley@billbarrettcorp.com

API NUMBER ASSIGNED  
43013523230000

APPROVAL



Permit Manager

T2S, R3W, U.S.B.&M.

BILL BARRETT CORPORATION

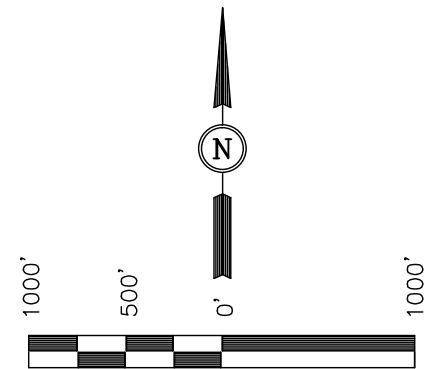
Well location, SA #16-33-23, located as shown in the SE 1/4 SE 1/4 of Section 33, T2S, R3W, U.S.B.&M., Duchesne County, Utah.

BASIS OF ELEVATION

SPOT ELEVATION LOCATED AT THE SOUTHEAST CORNER OF SECTION 20, T3S, R2W, U.S.B.&M. TAKEN FROM THE MYTON, QUADRANGLE, UTAH, DUCHESNE COUNTY, 7.5 MINUTE QUAD (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 5148 FEET.

BASIS OF BEARINGS

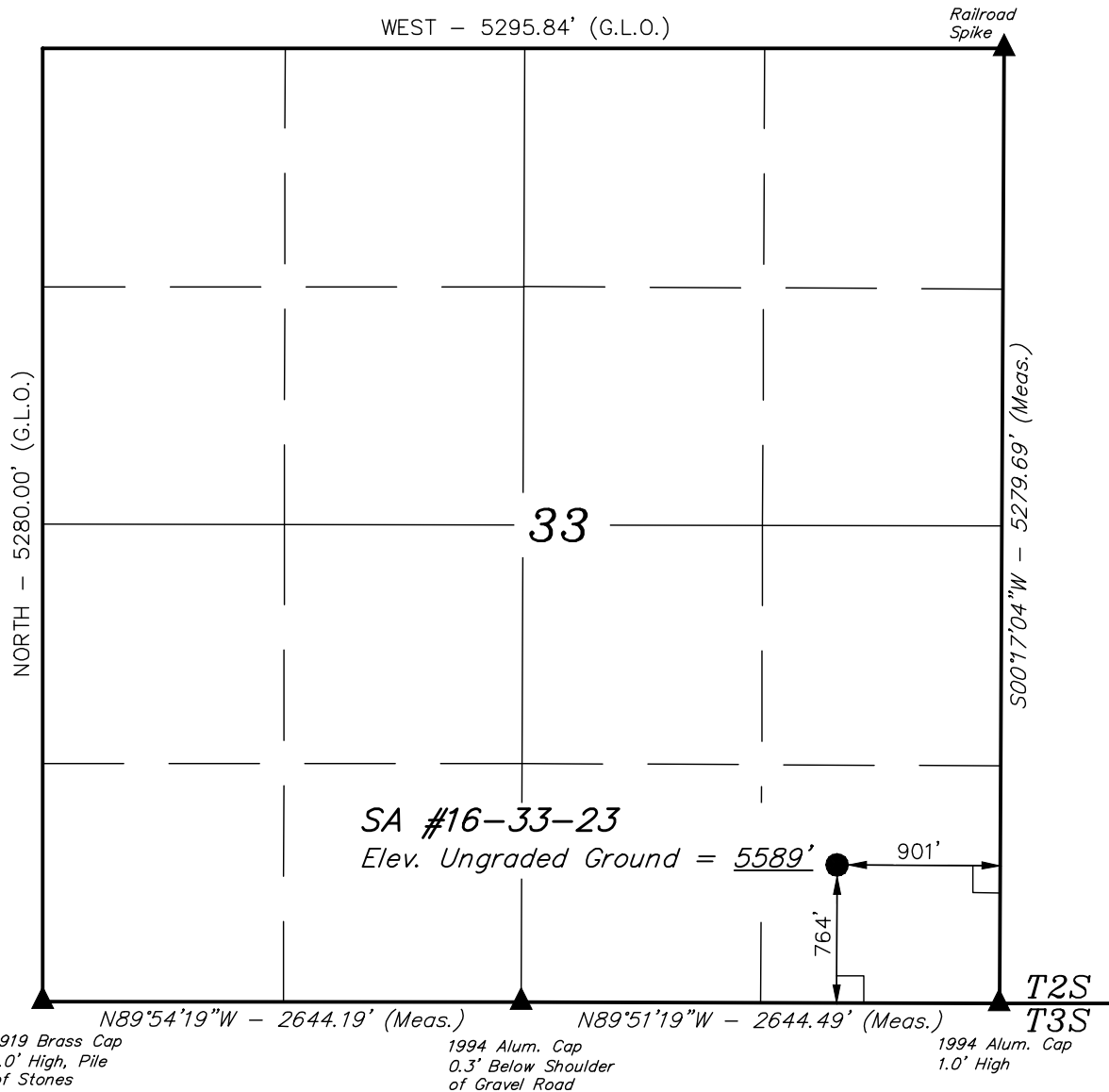
BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

*[Signature]*  
REGISTERED LAND SURVEYOR  
REGISTRATION NO. 161319  
STATE OF UTAH  
11-15-12



LEGEND:

- └─┘ = 90° SYMBOL  
● = PROPOSED WELL HEAD.  
▲ = SECTION CORNERS LOCATED.

NAD 83 (SURFACE LOCATION)	
LATITUDE	= 40°15'36.25" (40.260069)
LONGITUDE	= 110°13'18.93" (110.221925)
NAD 27 (SURFACE LOCATION)	
LATITUDE	= 40°15'36.40" (40.260111)
LONGITUDE	= 110°13'16.38" (110.221217)

UINTAH ENGINEERING & LAND SURVEYING  
85 SOUTH 200 EAST - VERNAL, UTAH 84078  
(435) 789-1017

SCALE 1" = 1000'	DATE SURVEYED: 11-01-12	DATE DRAWN: 11-07-12
PARTY C.R. A.S. A.T.	REFERENCES G.L.O. PLAT	
WEATHER WARM	FILE BILL BARRETT CORPORATION	